

RECORDATION NO.

FILED

-8 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W

SUITE 301
WASHINGTON, DC

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

July 2, 2010

**Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423**

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Lease, dated as of July 1, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 25628

The name and address of the party to the enclosed document are:

Lessor. **Compass Rail VIII Corporation (as successor
to Compass Rail V Corporation)
750 Battery Street, Suite 430
San Francisco, CA 94111**

Lessee: OCI Chemical Corporation
2 Corporate Drive, Suite 440
Shelton, CT 06484

Section Chief
July 2, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

50 covered hopper railcars within the series STAX 76001 - STAX 76234 as more particularly set forth in the attachment to the document.

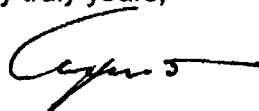
A short summary of the document to appear in the index is:

Memorandum of Termination of Lease.

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 02 '10 -8 30 PM

MEMORANDUM OF TERMINATION OF LEASE

As of July 1, 2010

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TERMINATION OF LEASE is intended to evidence the termination of that certain RAILCAR LEASE AGREEMENT dated as of January 21, 2005, between COMPASS RAIL VIII CORPORATION (as successor to Compass Rail V Corporation), a California corporation with offices at 750 Battery Street, Suite 430, San Francisco, California ("Lessor") and OCI CHEMICAL CORPORATION, a Delaware corporation with offices at 2 Corporate Drive, Suite 440, Shelton, CT 06484 ("Lessee")

Pursuant to the Lease, Lessor has leased to Lessee the fifty (50) covered hopper cars specified on Schedule 1 hereto (the "Railcars"). Documents regarding the Railcars have been previously filed with the Registrar General of Canada and the Surface Transportation Board ("STB") and assigned Recordation Nos. 25628, 25628-A and 25628-B.

This Memorandum of Termination of Lease is executed for the purpose of releasing any and all railcars from the Lease and any amendments thereto and is without prejudice to any other continuing rights and obligations of the parties under the Lease and any amendments thereto. This Memorandum of Termination of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor has caused this Memorandum of Termination of Lease to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures

Lessor.

Compass Rail VIII Corporation



By: Ben J Assaf

Title: Executive Vice President

I hereby certify under the pains and penalty of perjury that I hold the title and office specified above, that this Memorandum of Termination of Lease was signed on behalf of Compass Rail VIII Corporation by authority of its Board of Directors and that the execution of this instrument is the free act and deed of the company.


Ben J Assaf

SCHEDULE 1: RAILCARS

Fifty (50) 100-ton CF4600 30"/gravity covered hopper railcars with the following marks:

1	STAX	76001	26	STAX	76131
2	STAX	76005	27	STAX	76135
3	STAX	76006	28	STAX	76138
4	STAX	76011	29	STAX	76150
5	STAX	76013	30	STAX	76154
6	STAX	76021	31	STAX	76161
7	STAX	76024	32	STAX	76162
8	STAX	76040	33	STAX	76171
9	STAX	76045	34	STAX	76173
10	STAX	76050	35	STAX	76177
11	STAX	76051	36	STAX	76179
12	STAX	76053	37	STAX	76181
13	STAX	76054	38	STAX	76182
14	STAX	76064	39	STAX	76193
15	STAX	76066	40	STAX	76202
16	STAX	76071	41	STAX	76205
17	STAX	76073	42	STAX	76206
18	STAX	76074	43	STAX	76208
19	STAX	76076	44	STAX	76210
20	STAX	76078	45	STAX	76214
21	STAX	76095	46	STAX	76219
22	STAX	76096	47	STAX	76221
23	STAX	76109	48	STAX	76231
24	STAX	76111	49	STAX	76232
25	STAX	76129	50	STAX	76234

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated: _____

7/2/10



Robert W. Alvord